

EXHIBIT “A”

**WR Grace:
Plan Proponents' Trial Exhibit List**

<u>Trial No.</u>	<u>Data Room</u>	<u>Doc Date</u>	<u>Document Description</u>	OBJECTIONS*
PP 001	wrgrace-phaseII	00/00/0000	Group Exhibit: Various Confidential MALS Settlement Agreements	R , H
PP 002	wrgrace-phaseII	00/00/0000	Rule 1006 Summary of Data Extracted from Grace's Historical Asbestos PI Claims Database	R , H , F
PP 003	wrgrace-phaseII	00/00/0000	AMA's Guides to the Evaluation of Permanent Impairment (5th ed.)	N
PP 004	wrgrace-phaseII	00/00/0000	Lilis et al., The Effect of Asbestos-Induced Pleural Fibrosis on Pulmonary Function: Quantitative Evaluation	H
PP 005	wrgrace-phaseII	00/00/0000	NIOSH Work-Related Lung Disease (World) Surveillance System Charts	N
PP 006	wrgrace-phaseII	00/00/0000	Mortality Review entitled: Mortality in Libby, Montana, 1979-1998	N
PP 007	wrgrace-conf exhibits	00/00/0000	W.R. Grace Historical Case Management System Database	R , H , F
PP 008	wrgrace-conf exhibits	00/00/0000	Insurance Policies that may be implicated by Scotts' allegations regarding Vendor Endorsements	R , F
PP 009	wrgrace-phaseII	00/00/0000	Rule 1006 Summary of Exemplar Asbestos Personal Injury Complaints Naming Sealed Air and/or Fresenius as a Defendant	R , H , F
PP 010	wrgrace-phaseII	00/00/0000	Group Exhibit: Various Communications Between WR Grace and Mendes Mount re Various Asbestos Litigation	R , H , F
PP 011	wrgrace-phaseII	00/00/0000	Demonstrative Timelines and Other Historical Information Regarding Case History	R , H , F
PP 012	wrgrace-phaseII	00/00/0000	Curriculum Vitae for Suresh H. Moolgavkar	H
PP 013	wrgrace-phaseII	00/00/0000	Rule 1006 Summary of Proofs Of Claim of Non-Libby Claimants Filed in Chapter 11 Case with Respect to Non-Products/Premises Claims	R , H , F 1/26/09 Order
PP 014	wrgrace-phaseII	00/00/0000	Chart of Non-Libby Claimants Resolved Claims with Respect to Non-Products/Premises Claims	R , H , F

August 10, 2009

*H-hearsay; R-relevance; F-foundation; N-no objection

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PP 015	wrgrace-phaseII	00/00/0000	Group Exhibit: Various communications between WR Grace and AIG enclosing billing with respect to asbestos liabilities	R , H , F
PP 016	wrgrace-phaseII	00/00/0000	Sealed Air Corporation - Listing of Cases For Bankruptcy Proof of Claim	R , H , F
PP 017	wrgrace-phaseII	00/00/0000	Group Exhibit: Exemplar Demands for Indemnification Made by Sealed Air Against Grace	R , H , F
PP 018	wrgrace-phaseII	03/14/1977	Memorandum from H.A. Eschenbach to E.S. Wood re Enoree Fiber Counts, 1970 to Present	R , H , F Order excluding Spear
PP 019	wrgrace-phaseII	09/27/1977	Letter from J.W. Wolter to H.C. Duecker re Rock vs. Tremolite Correlation	R , H , F Order excluding Spear
PP 020	wrgrace-phaseII	09/15/1978	Letter from H.A. Eschenbach to S.V. Chamberlain re asbestiform tremolite in warning placards on rail cars	R , H , F Order excluding Spear
PP 021	wrgrace-phaseII	10/00/1978	Sargent E, et al. Bilateral Pleural Thickening: A Manifestation of Asbestos Dust Exposure. Am Journal Roentgenology 1978; 131:579-585	H
PP 022	wrgrace-phaseII	00/00/1980	International Labour Office Geneva. Guidelines for the use of ILO International Classification of Radiographs of Pneumoconioses Rev. Ed. 1980	H
PP 023	wrgrace-phaseII	00/00/1983	Knudson et al., Changes in the Normal Maximal Expiratory Flow-Volume Curve with Growth and Aging	H
PP 024	wrgrace-phaseII	06/07/1983	Memorandum from W.R. Wright to Expanding Plant Managers re Fiber Control and Communications	R , H , F Order excluding Spear
PP 025	wrgrace-phaseII	12/00/1983	Miller A, Teirstein AS, Selikoff IJ., Ventilatory failure due to asbestos pleurisy. Am J Med. 1983 Dec; 75 (6):911-9	H
PP 026	wrgrace-phaseII	00/00/1984	Lockey et al., Pulmonary Changes after Exposure to Vermiculite Contaminated with Fibrous Tremolite	N
PP 027	wrgrace-phaseII	08/00/1984	Sargent E, et al. Subpleural fat pads in patients exposed to asbestos: distinction from non-calcified pleural plaques. Radiology 1984; 152:273-277	H

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PP 028	wrgrace-phaseII	08/00/1984	McGavin CR, Sheers G., Diffuse pleural thickening in asbestos workers: disability and lung function abnormalities. Thorax. 1984 Aug;39(8):604-7	H
PP 029	wrgrace-phaseII	01/00/1985	McLoud T, et al. Diffuse pleural thickening in an asbestos-exposed population: prevalence and causes. Am Journal Roentgenology 1985; 144:9-18	N
PP 030	wrgrace-phaseII	06/00/1986	EPA Airborne Asbestos Health Assessment Update	H, F
PP 031	wrgrace-phaseII	00/00/1988	1988 Manville Trust Claims Resolution Procedures	R, H, F
PP 032	wrgrace-phaseII	00/00/1988	Bourbeau J, Ernst P. Between and Within Reader Variability in the Assessment of Asbestos - Related Pleural Disease Using the ILO 1980 International Classification of Pneumoconiosis. Am J Ind Med 1988; 142: 837 - 842	H
PP 033	wrgrace-phaseII	05/03/1988	Letter from D. Curreri to W. Longo re air sample for analysis by TEM	Order R, H, F Spear excluding
PP 034	wrgrace-phaseII	06/09/1988	Letter from J. Henningson to W. Longo re air samples for analysis by TEM	Order R, H, F Spear excluding
PP 035	wrgrace-phaseII	07/00/1988	Lilis R, Lerman Y, Selikoff IJ. Symptomatic benign pleural effusions among asbestos insulation workers: residual radiographic abnormalities. Br J Ind Med. 1988 Jul;45(7):443-9	H
PP 036	wrgrace-phaseII	05/00/1989	David A. Lynch, Gordon Gamsu, M.D. Denise R. Aberle, Conventional & HRCT in the diagnosis of asbestos related diseases - Volume 9, Number 3 - RadioGraphics 523 (1989)	H
PP 037	wrgrace-phaseII	00/00/1990	Schwartz et al., Asbestos-Induced Pleural Fibrosis and Impaired Lung Function	N
PP 038	wrgrace-phaseII	00/00/1990	Hillerdal G, Malmberg P, Hemmingson A. Asbestos-related lesions of the pleura: parietal plaques compared to diffuse thickening studied with chest roentgenography, computed tomography, lung function, and gas exchange. Am J Ind Med 1990; 18(6):627-639	H
PP 039	wrgrace-phaseII	08/01/1990	Settlement Agreement between WR Grace and Continental Casualty Company	R, F

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PP 040	wrgrace-phaseII	00/00/1991	ATS (American Thoracic Society), Lung Function Testing: Selection of Reference Values and Interpretive Strategies	N
PP 041	wrgrace-phaseII	00/00/1991	Lilis et al., Pulmonary Function of Pleural Fibrosis: Quantitative Relationships With an Integrative Index of Pleural Abnormalities	H
PP 042	wrgrace-phaseII	00/00/1991	N. Al Jarad, N. Poulakism, C. Pearson, B. Rubens R. M. Rudd, Assessment of asbestos-induced pleural disease by computed tomography - correlation with chest radiograph and lung function, 85 Respiratory Med. 203 (1991)	H
PP 043	wrgrace-phaseII	00/00/1991	Lilis et al., Pulmonary Function and Pleural Fibrosis: Quantitative Relationships with an Integrative Index of Pleural Abnormalities, 20 Am. J. Indus. Med. 145 (1991)	H
PP 044	wrgrace-phaseII	01/00/1991	Rosenstock L., Roentgenographic Manifestations and Pulmonary Function Effects of Asbestos-Induced Pleural Thickening. Toxicol Ind Health.1991 Jan-Mar; vol. 7(1-2):81-7	H
PP 045	wrgrace-phaseII	09/01/1991	Settlement Agreement between WR Grace and Maryland Casualty Company	R , F
PP 046	wrgrace-phaseII	00/00/1992	Molgaard & Brodine, Epidemiologic Concepts (excerpts from Encyclopedia of Microbiology - Vol. 2)	H
PP 047	wrgrace-phaseII	00/00/1992	Selikoff & Seidman, Use of Death Certificates in Epidemiological Studies, Including Occupational Hazards: Variations in Discordance of Different Asbestos-Associated Diseases on Best Evidence Ascertainment	N
PP 048	wrgrace-phaseII	00/00/1992	Lilis R, Miller A, Godbold J, Benkert S, Wu V, and Selikoff IJ. Comparative Quantitative Evaluation of Pleural Fibrosis and its Effect on Pulmonary Function in Two Large Asbestos - Exposed Occupational Groups - Insulators and Sheet Metal Workers , Environ Res 59; 49 - 66 (1992)	H
PP 049	wrgrace-phaseII	00/00/1992	N. Al Jarad, P Wilkinson, M C Pearson, R M Rudd, A new high resolution computed tomography scoring system for pulmonary fibrosis, pleural disease, and emphysema in patients with asbestos related disease British Journal of Industrial Medicine 1992;49:73-84	H

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PP 050	wrgrace-phaseII	02/00/1992	Miller A, Lilis R, Godbold J, Chan E, Selikoff IJ., Relationship of pulmonary function to radiographic interstitial fibrosis in 2,611 long-term asbestos insulators. An assessment of the International Labour Office profusion score. Am Rev Respir Dis. 1992 Feb; 145(2 Pt 1): 263-70	H
PP 051	wrgrace-phaseII	02/20/1992	Settlement Agreement between WR Grace and Aetna Casualty and Surety Company	R , F
PP 052	wrgrace-phaseII	08/06/1992	Settlement Agreement between WR Grace and Unigard Security Insurance Company	R , F
PP 053	wrgrace-conf exhibits	12/21/1992	Support Terminal Services, Inc. Insurance Procedures Agreement Between WR Grace & Co., WR Grace & Co.-Conn., Grace Energy Corp., Kaneb Pipe Line Operating partnership, L.P., NSTS, Inc., and NSTI, Inc.	R , F
PP 054	wrgrace-phaseII	04/00/1993	Miller A. Pulmonary function in asbestosis and asbestos-related pleural disease. Environ Res. 1993 Apr;61(1):1-18	H
PP 055	wrgrace-phaseII	05/14/1993	Settlement Agreement between WR Grace and Commercial Union	R , F
PP 056	wrgrace-phaseII	06/00/1993	David A. Schwartz, Jeffrey R. Galvin, Steven J. Yagla, Stephen B. Speakman, James A. Merchant, and Gary W. Hunninghake, Restrictive Lung Function and Asbestos-induced Pleural Fibrosis 91 J. Clinical Investigation 2685 (1993)	N
PP 057	wrgrace-phaseII	06/00/1993	Miller A, Miller JA., Diffuse thickening superimposed on circumscribed pleural thickening related to asbestos exposure. Am J Ind Med. 1993 Jun;23(6):859-71	H
PP 058	wrgrace-phaseII	09/24/1993	Settlement Agreement between WR Grace and Home Insurance Company	R , F
PP 059	wrgrace-phaseII	10/08/1993	Settlement Agreement between WR Grace and Prudential Reinsurance Company and Gibraltar Casualty Company	R , F
PP 060	wrgrace-phaseII	01/00/1994	Miller A, Lilis R, Godbold J, Chan E, Wu X, Selikoff IJ., Spirometric impairments in long-term insulators. Relationships to duration of exposure, smoking, and radiographic abnormalities. Chest. 1994 Jan;105(1):175-82	H

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PP 061	wrgrace-phaseII	03/03/1994	Settlement Agreement between WR Grace and General Insurance Company of America	R , F
PP 062	wrgrace-phaseII	03/04/1994	Settlement Agreement between WR Grace and Insurance Company of North America and other CIGNA Companies	R , F
PP 063	wrgrace-phaseII	05/02/1994	Settlement Agreement between WR Grace and Royal Indemnity Company	R , F
PP 064	wrgrace-phaseII	06/07/1994	Settlement Agreement between WR Grace and Allstate Insurance Company	R , F
PP 065	wrgrace-phaseII	12/06/1994	Memorandum from J. Hughes to R.H. Beber re Possible Class Action Settlement for Future Asbestos Bodily Injury Claims	H
PP 066	wrgrace-phaseII	00/00/1995	1995 Manville TDP (Trust Distribution Process)	R , H , F
PP 067	wrgrace-phaseII	01/05/1995	Settlement Agreement between WR Grace and Royal Indemnity Company	R , F
PP 068	wrgrace-phaseII	05/15/1995	Settlement Agreement between WR Grace and Unigard Security Insurance Company	R , F
PP 069	wrgrace-phaseII	05/26/1995	Settlement Agreement between WR Grace and American Centennial Insurance Company	R , F
PP 070	wrgrace-phaseII	08/00/1995	Settlement Agreement between WR Grace and Admiral Insurance Company	R , F
PP 071	wrgrace-phaseII	09/11/1995	Settlement Agreement between WR Grace and United States Fire Insurance Company	R , F
PP 072	wrgrace-phaseII	09/21/1995	Settlement Agreement between WR Grace and Fireman's Fund Insurance Company	R , F
PP 073	wrgrace-phaseII	10/00/1995	Settlement Agreement between WR Grace and American Re-Insurance Insurance Company	R , F
PP 074	wrgrace-phaseII	11/00/1995	Reimbursement Agreement between W.R. Grace & Co. and American Home Assurance Company	R , F
PP 075	wrgrace-phaseII	11/17/1995	Reimbursement Agreement between W.R. Grace & Co. and Eagle Star Insurance Company	R , F

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PP 076	wrgrace-phaseII	11/17/1995	Settlement Agreement between WR Grace and Bermuda Fire & Marine Insurance Company Limited (Signed by Parties 05/00/1998)	R , F
PP 077	wrgrace-phaseII	11/17/1995	Settlement Agreement between WR Grace and Swiss Union Gen. Ins. Co. Ltd. (Minster Insurance Ltd.)	R , F
PP 078	wrgrace-phaseII	01/17/1996	Letter from J. Restivo to S. Krouskos re examination of Company's financial statements as of 12/31/95	R , H , F
PP 079	wrgrace-phaseII	02/09/1996	Reimbursement Agreement between W.R. Grace & Co. and Allstate Insurance Company	R , F
PP 080	wrgrace-phaseII	03/18/1996	Settlement Agreement between WR Grace and Maryland Casualty Company	R , F
PP 081	wrgrace-phaseII	05/22/1996	Reimbursement Agreement between W.R. Grace & Co. and AETNA Casualty & Surety Company	R , F
PP 082	wrgrace-phaseII	06/14/1996	Reimbursement Agreement between W.R. Grace & Co. and American Re-Insurance Company	R , F
PP 083	wrgrace-phaseII	08/19/1996	Settlement Agreement between WR Grace and KWELM Companies (CIP superceded by 8/20/04 agreement)	R , F
PP 084	wrgrace-phaseII	09/00/1996	Kee ST, Gamsu G, Blanc P., Causes of pulmonary impairment in asbestos-exposed individuals with diffuse pleural thickening. Am J Respir Crit Care Med. 1996 Sep; 154(3 Pt 1):789-93	N
PP 085	wrgrace-phaseII	09/27/1996	Formation of Fresenius Medical Care Deal Book	R , H , F
PP 086	wrgrace-phaseII	12/26/1996	Settlement Agreement between WR Grace and Fireman's Fund Insurance Company	R , F
PP 087	wrgrace-phaseII	00/00/1997	Markowitz, et al., Clinical Predictors of Mortality from Asbestosis in the North American Insulator Cohort, 1981 to 1991	N
PP 088	wrgrace-phaseII	02/13/1997	Settlement Agreement between WR Grace and Continental Casualty Company	R , F
PP 089	wrgrace-phaseII	05/22/1997	Reimbursement Agreement between W.R. Grace & Co. and Continental Casualty Company	R , F

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PP 090	wrgrace-phaseII	06/09/1997	Letter from Hughes to Quinn re: settlement	H
PP 091	wrgrace-phaseII	08/14/1997	Agreement and Plan of Merger dated as of August 14, 1997, by and among W.R. Grace & Co., Packo Acquisition Corp., and Sealed Air Corporation	R , F
PP 092	wrgrace-phaseII	11/14/1997	Settlement Agreement between WR Grace and Home Insurance Company and Other Home Companies	R , F
PP 093	wrgrace-phaseII	11/18/1997	Settlement Agreement between WR Grace and Federal Insurance Company	R , F
PP 094	wrgrace-phaseII	11/18/1997	Letter from Hughes to McCabe Re: settlement	H
PP 095	wrgrace-phaseII	12/02/1997	Letter from J. Hughes to E. McCabe re Baron & Budd cases settling for \$50 million	H
PP 096	wrgrace-phaseII	03/25/1998	Settlement Agreement between WR Grace and KWELM Management Services Ltd. as Agent for the Scheme Administrators of Bryanston Insurance Company Limited	R , F
PP 097	wrgrace-phaseII	03/30/1998	Tax Sharing Agreement dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn. and Sealed Air Corporation	R , F
PP 098	wrgrace-phaseII	03/30/1998	Distribution Agreement dated as of March 30, 1998, by and among W.R. Grace & Co., W.R. Grace & Co.-Conn. and Grace Specialty Chemicals, Inc. (to be renamed W.R. Grace & Co.)	R , F
PP 099	wrgrace-phaseII	03/30/1998	Supplemental Agreement dated as of March 30, 1998, among W.R. Grace & Co., Cryovac, Inc., W.R. Grace & Co.-Conn., and Grace Specialty Chemicals, Inc.	R , F
PP 100	wrgrace-phaseII	03/31/1998	Letter Agreement Re: Grace Packaging - Sealed Air Transaction Agreement for the Allocation and Securing of Certain Liabilities dated March 31, 1998, among W.R. Grace & Co., Cryovac, Inc., Grace Specialty Chemicals, Inc., Sealed Air Corporation, and Continental Casualty Company and its affiliates and subsidiaries including Transportation Insurance Company and Transcontinental Technical Services, Inc.	R , H , F

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PP 101	wrgrace-phaseII	03/31/1998	Reorganization of WR Grace and Combination of Sealed Air Corporation and the Packaging Business of WR Grace Deal Book	R , H , F
PP 102	wrgrace-phaseII	03/31/1998	Insurance Procedures Agreement dated March 31, 1998, by an among W.R. Grace & Co., Grace Specialty Chemicals, Inc., and Sealed Air Corporation	R , H , F
PP 103	wrgrace-phaseII	04/03/1998	Settlement Agreement between WR Grace and Ludgate Insurance Company, Ltd.	R , F
PP 104	wrgrace-phaseII	06/03/1998	Settlement Agreement between WR Grace and Guarantee Insurance Company	R , F
PP 105	wrgrace-phaseII	08/28/1998	Reimbursement Agreement between W.R. Grace & Co. and Mutual Marine Office, Inc.	R , F
PP 106	wrgrace-phaseII	09/00/1998	Reimbursement Agreement between W.R. Grace & Co. and Hartford Accident & Indemnity Company	R , F
PP 107	wrgrace-phaseII	10/07/1998	Settlement Agreement between WR Grace and Commercial Union Insurance Company	R , F
PP 108	wrgrace-phaseII	10/15/1998	Settlement Agreement between WR Grace and English & American Insurance Company Limited	R , F
PP 109	wrgrace-phaseII	11/03/1998	Reimbursement Agreement between W.R. Grace & Co. and Gerling-Konzern Allgemeine Versicherungs-AG	R , F
PP 110	wrgrace-phaseII	12/01/1998	Reimbursement Agreement between W.R. Grace & Co. and Highlands Insurance Company	R , F
PP 111	wrgrace-phaseII	00/00/1999	Fraser R, Miller N, Colman N, Pare P. Fraser and Park's Diagnosis of Diseases of the Chest. 4th Ed. WB Saunders, Philadelphia, 1999; Vol IV: 2430-2437	H
PP 112	wrgrace-phaseII	02/02/1999	Letter from Hughes to McCabe re: Mississippi settlements	H
PP 113	wrgrace-phaseII	06/00/1999	Reimbursement Agreement between W.R. Grace & Co. and Zurich International (Bermuda) Ltd.	R , F
PP 114	wrgrace-phaseII	11/12/1999	Settlement Agreement between WR Grace and Ancon Insurance Company (UK) Limited	R , F

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PP 115	wrgrace-phaseII	00/00/2000	Guidelines for the Use of the ILO International Classification of Radiographs of Pneumoconioses	H
PP 116	wrgrace-phaseII	01/05/2000	Settlement Agreement between WR Grace and Transit Casualty Company in Receivership	R , F
PP 117	wrgrace-phaseII	01/13/2000	Deposition Transcript (Vol. 1 of 2) of Dr. Dayton Prouty in Jerry Dell Davis, et al., v. Able Supply Company , et al.	N
PP 118	wrgrace-phaseII	01/14/2000	Deposition Transcript (Vol. 2 of 2) of Dr. Dayton Prouty in Jerry Dell Davis, et al., v. Able Supply Company , et al.	N
PP 119	wrgrace-phaseII	03/28/2000	Letter from J. Heberling to Congressman Hill re H.R. 1283	R , H , F
PP 120	wrgrace-phaseII	05/08/2000	Class Action Complaint and Demand For Jury Trial, Goldstein et al., v. W.R. Grace et al., Case No. 00-10873 (PBS) (D. Mass.)	R , H , F
PP 121	wrgrace-phaseII	05/12/2000	Class Action Complaint and Jury Demand, Chakarian et al., v. W.R. Grace & Co. et al., Case No. 00cv10934 (PBS) (D. Mass.)	R , H , F
PP 122	wrgrace-phaseII	05/23/2000	Letter from J. Hughes to E. McCabe re settlement of all asbestos personal injury claims involving Reaud, Morgan & Quinn clients for \$80 million	H
PP 123	wrgrace-phaseII	06/19/2000	Complaint for Declaratory Relief in Continental Casualty Company v. W.R. Grace & Co. and W.R. Grace & Co.-Conn.	R , H , F
PP 124	wrgrace-phaseII	07/05/2000	Supersedeas Bond, Edwards, et al., v. Pittsburgh Corning Corp., et al., Case No. B-150,896-J, (Dist. Ct Jefferson Cty, Tex.)	R , H , F
PP 125	wrgrace-phaseII	07/18/2000	Reimbursement Agreement between W.R. Grace & Co. and TIG Insurance Company	R , F
PP 126	wrgrace-phaseII	09/28/2000	Complaint, Mesquita v. W.R. Grace & Co., Case No. 315465 (Cal. Sup. Ct.)(original Abner complaint)	R , H , F
PP 127	wrgrace-phaseII	11/02/2000	Reimbursement Agreement between W.R. Grace & Co. and American Home Assurance Company	R , F
PP 128	wrgrace-phaseII	11/17/2000	Settlement Agreement between WR Grace and Gerling Konzern Allgemeine Versicherungs-AG	R , F

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PP 129	wrgrace-phaseII	11/22/2000	First Amended Class Action Complaint, Abner et al., v. WR Grace et al., Case No. 315465 (Cal. Sup. Ct.)	R , H , F
PP 130	wrgrace-phaseII	12/19/2000	Letter from WR Grace to S. Martin et al. re Indemnification and Defense in Richard Mesquita et al., v. W.R. Grace & Company, et al., Civ. Case No. 315465	R , H , F
PP 131	wrgrace-phaseII	12/31/2000	Sealed Air Annual Report for fiscal year ended 12/31/2000	R , H , F
PP 132	wrgrace-phaseII	00/00/2001	Last, A Dictionary of Epidemiology, 4th Edition	N
PP 133	wrgrace-phaseII	04/02/2001	Class Action Complaint for Injunctive Relief and Damages, Woodward v. Sealed Air et al., Case No. 01-10547 (D. Mass.)	R , H , F
PP 134	wrgrace-phaseII	04/06/2001	Letter from S. Martin to WR Grace re Notice of Third Party Claim/Intention to Seek Indemnification and Defense	R , H , F
PP 135	wrgrace-phaseII	04/11/2001	Memorandum from J.V. Port to R. H. Beber et al., re Monthly Asbestos Litigation Summary - March	N
PP 136	wrgrace-phaseII	04/11/2001	Amended Complaint Adding New Party Defendants Devco Corporation Sealed Air Corporation, Hopkins, et al. v. A-Best Products Co., et al., Case Nos. 375292, et al. (Court of Common Pleas, Cuyahoga County, Ohio)	R , H , F
PP 137	wrgrace-phaseII	00/00/2002	2002 Manville TDP (Trust Distribution Process)	R , H , F
PP 138	wrgrace-phaseII	00/00/2002	Chart entitled: Asbestos Bodily Injury Cases with a Judgment Settlement	R , H , F
PP 139	wrgrace-phaseII	00/00/2002	International Labour Office; Guidelines for the Use of the ILO International Classification of Radiographs of Pneumoconioses, Revised Edition 2000. Geneva: International Labour Office, 2002	H
PP 140	wrgrace-phaseII	01/08/2002	Letter from David Bernick to Hon. Alfred Wolin detailing case history	R , H , F
PP 141	wrgrace-phaseII	05/07/2002	Babcock & Wilcox TDP	R , H , F
PP 142	wrgrace-phaseII	00/00/2003	Lee et al., Radiographic (ILO) Readings Predict Arterial Oxygen Desaturation During Exercise in Subjects With Asbestosis	N

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PP 143	wrgrace-phaseII	03/28/2003	Proof of Claim re Fresenius Medical Care Holdings, Inc. and attachments	R , H , F
PP 144	wrgrace-phaseII	03/28/2003	Proof of Claim re Fireman's Fund Insurance Company and attachments	R , H , F
PP 145	wrgrace-phaseII	11/00/2003	Peipins, et al., Radiographic Abnormalities and Exposure to Asbestos-Contaminated Vermiculite in the Community of Libby, Montana, USA	N
PP 146	wrgrace-phaseII	11/03/2003	Expert Report of Craig A. Molgaard, Ph.D., M.P.H. in Sapp v. Natural Balance	H
PP 147	wrgrace-phaseII	00/00/2004	2004 ATS (American Thoracic Society) Statement, Diagnosis and Initial Management of Nonmalignant Diseases Related to Asbestos	N
PP 148	wrgrace-phaseII	00/00/2004	Whitehouse, Asbestos-Related Pleural Disease Due to Tremolite Associated With Progressive Loss of Lung Function: Serial Observations in 123 Miners, Family Members, and Residents of Libby, Montana	N
PP 149	wrgrace-phaseII	00/00/2004	Ameille J, Matrat M, Paris C, Joly N, Raffaelli C, Brochard P et al. Asbestos-related pleural diseases: dimensional criteria are not appropriate to differentiate diffuse pleural thickening from pleural plaques. Am J Ind Med 2004; 45(3):289-296	H
PP 150	wrgrace-phaseII	08/20/2004	Settlement Agreement between WR Grace and KWELM Companies	R , F
PP 151	wrgrace-phaseII	01/06/2005	Summons in Pederson v. Saberhagen Holdings, Inc. et al. (05-2-02651-5 SEA)	R , F
PP 152	wrgrace-phaseII	06/07/2006	Letter from J. Heberling to M. Peterson enclosing: Settlements Data sheet	H , F
PP 153	wrgrace-phaseII	11/21/2006	Settlement Agreement between WR Grace and Lloyd's Underwriters	R , F
PP 154	wrgrace-phaseII	04/00/2007	Sullivan, Vermiculite, Respiratory Disease, and Asbestos Exposure in Libby, Montana: Update of a Cohort Mortality Study	N

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PP 155	wrgrace-phaseII	07/09/2007	Welch, Asbestos Exposure Causes Mesothelioma, But Not This Asbestos Exposure: An Amicus Brief to the Michigan Supreme Court	H
PP 156	wrgrace-phaseII	10/18/2007	Whitehouse Deposition Transcript (from Estimation case)	H
PP 157	wrgrace-phaseII	11/15/2007	Whitehouse Deposition Transcript (from Estimation case)	H
PP 158	wrgrace-phaseII	00/00/2008	Lockey et al., Low-Level Fiber-induced Radiographic Changes Caused by Libby Vermiculite	H
PP 159	wrgrace-phaseII	00/00/2008	Whitehouse et al., Environmental Exposure to Libby Asbestos and Mesotheliomas	N
PP 160	wrgrace-phaseII	04/00/2008	Term Sheet For Resolution Of Asbestos Personal Injury Claims	R , H , F
PP 161	wrgrace-phaseII	05/00/2008	Morokawa N, Takayanagi N, Ubukata M, Kurashima K, Yoned K, Tsuchiy N, Miyahara Y, Yamaguchi S, Tokunaga D, Saito H, Yanagisawa T, Sugita Y, Kawabata Y , Autopsy case of diffuse pleural thickening presenting respiratory impairment and benign asbestos pleurisy. Nihon Kokyuki Gakkai Zasshi. 2008 May; 46(5): 368-73	H
PP 162	wrgrace-phaseII	09/08/2008	Miles et al., Clinical Consequences of Asbestos-Related Diffuse Pleural Thickening: A Review, (J. Occup. Med. Toxicol., 3:20, 09/08/2008)	H
PP 163	wrgrace-phaseII	10/00/2008	ATSDR Summary Report: Exposure to Asbestos-Containing Vermiculite from Libby, Montana, at 28 Processing Sites in the United States	H
PP 164	wrgrace-phaseII	11/14/2008	Letter from A. Kane to Administrator Johnson re SAB Consultation on EPA's Proposed Approach for Estimation of Bin-Specific Cancer Potency Factors for Inhalation Exposure to Asbestos	N
PP 165	wrgrace-phaseII	12/00/2008	Expert Report of Laura S. Welch	H
PP 166	wrgrace-phaseII	12/16/2008	Chart entitled: Mesothelioma Cases with Exposure to Libby Asbestos as a Significant Factor (Alpha Order)	N
PP 167	wrgrace-phaseII	12/23/2008	Expert Report of Dr. Arthur Frank	N

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PP 168	wrgrace-phaseII	12/29/2008	Expert Report of William E. Longo entitled: W.R. Grace Asbestos-Containing Construction Products: A Review of Asbestos Types, Source and Libby Vermiculite	N
PP 169	wrgrace-phaseII	12/29/2008	Whitehouse Expert Report	N
PP 170	wrgrace-phaseII	12/29/2008	Expert Report of Dr. Terry Spear	N
PP 171	wrgrace-phaseII	12/29/2008	Rebuttal Report of Daniel A. Henry, M.D. in Response to Expert Report of Alan C. Whitehouse, M.D.	H
PP 172	wrgrace-phaseII	00/00/2009	Inselbuch Resume	H
PP 173	wrgrace-phaseII	00/00/2009	Curriculum Vitae of Laura S. Welch	H
PP 174	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Dr. Welch's Testimony	H, F
PP 175	wrgrace-phaseII	00/00/2009	Curriculum Vitae of William E. Longo	N
PP 176	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Longo's Testimony	R, H, F not disclosed
PP 177	wrgrace-phaseII	00/00/2009	Resume of Mark A. Peterson	H
PP 178	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits and Summaries To be Used During Dr. Peterson's Testimony	R, H, F
PP 179	wrgrace-phaseII	00/00/2009	Resume of Jeffrey M. Posner	H
PP 180	wrgrace-phaseII	00/00/2009	Curriculum Vitae of David Weill, M.D.	H
PP 181	wrgrace-phaseII	00/00/2009	PowerPoint Slides re Lincoln County, MT	R, H, F
PP 182	wrgrace-phaseII	00/00/2009	Flow Chart entitled: Steps in the Scientific Method	H, F
PP 183	wrgrace-phaseII	00/00/2009	Flow Chart entitled: Steps in the Scientific Method (with handwritten notations)	H, F
PP 184	wrgrace-phaseII	00/00/2009	Handwritten Chart re Comparison of CARD Mortality to Markowitz	H, F
PP 185	wrgrace-phaseII	00/00/2009	Feasibility Exhibits to be Identified at Close of Feasibility Discovery	R, H, F not disclosed

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PP 186	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Pamela Zilly's Testimony	R , H , F
PP 187	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Denise Martin's Testimony	R , H , F
PP 188	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Thomas Florence's Testimony	R , H , F improper disclosure
PP 189	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Daniel Henry's Testimony	R , H , F
PP 190	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Suresh Moolgavkar's Testimony	R , H , F
PP 191	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During Howard Ory's Testimony	R , H , F
PP 192	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During John Parker's Testimony	R , H , F
PP 193	wrgrace-phaseII	00/00/2009	Demonstrative Exhibits to be Used During David Weill's Testimony	R , H , F
PP 194	wrgrace-phaseII	00/00/2009	Curriculum Vitae for Pamela Zilly	H
PP 195	wrgrace-phaseII	00/00/2009	Curriculum Vitae for Daniel A. Henry	H
PP 196	wrgrace-phaseII	00/00/2009	Curriculum Vitae for Thomas Florence	H
PP 197	wrgrace-phaseII	00/00/2009	Curriculum Vitae for Howard Ory	H
PP 198	wrgrace-phaseII	00/00/2009	Curriculum Vitae for John Parker	H
PP 199	wrgrace-phaseII	01/00/2009	Peterson Estimation Expert Report: Projected Liabilities for Asbestos Personal Injury Claims As of April 2001(June 2007 revised January 2009)	H
PP 200	wrgrace-phaseII	03/00/2009	Expert Rebuttal Report of Laura S. Welch	H
PP 201	wrgrace-phaseII	03/00/2009	Expert Report of Mark A. Peterson (Revised)	H
PP 202	wrgrace-phaseII	03/04/2009	U.S. v. Grace, et al., Criminal Trial Transcript (morning session)	R , H

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PP 203	wrgrace-phaseII	03/04/2009	U.S. v. Grace, et al., Criminal Trial Transcript (afternoon session)	R , H
PP 204	wrgrace-phaseII	03/12/2009	Supplemental Expert Report of Dr. Arthur Frank	N
PP 205	wrgrace-phaseII	03/16/2009	Peterson Trust Expert Report: Preliminary Expert Report on W.R. Grace Trust	H
PP 206	wrgrace-phaseII	03/16/2009	Notice of Filing and Expert Report of Denise Neumann Martin	H , F
PP 207	wrgrace-phaseII	03/16/2009	Expert Report of Denise Neumann Martin Ex. 1 - Curriculum Vitae	H , F
PP 208	wrgrace-phaseII	03/16/2009	Expert Report of Denise Neumann Martin Ex. 2 - Counts of Class 7B Property Damage Claims Filed During the Bankruptcy By Submitting Law Firm	H , F
PP 209	wrgrace-phaseII	03/16/2009	Expert Report of Denise Neumann Martin Ex. 3 - Counts of Class 7B Damage Claims Filed During the Bankruptcy By Building State	H , F
PP 210	wrgrace-phaseII	03/16/2009	Expert Report of Denise Neumann Martin Ex. 4 - Counts of Class 7A Property Damage Claims Filed During the Bankruptcy By Law Firm and Counsel State	H , F
PP 211	wrgrace-phaseII	03/16/2009	Expert Report of Denise Neumann Martin Ex. 5 - Counts of Class 7A Property Damage Claims Filed During the Bankruptcy By Location of Property	H , F
PP 212	wrgrace-phaseII	03/16/2009	Expert Report of Denise Neumann Martin Ex. 6 - Summary of SEC 10K Disclosures of Asbestos-Related Property Damage Liability	H , F
PP 213	wrgrace-phaseII	03/19/2009	Whitehouse Deposition Transcript (from Confirmation case)	H
PP 214	wrgrace-phaseII	04/03/2009	Email from S. Hammar to B. Bailor enclosing Libby, Montana Asbestos Expert Report	H , F
PP 215	wrgrace-phaseII	04/06/2009	Rebuttal Report of B. Thomas Florence, PhD to the Expert Report of Dr. Alan Whitehouse	R , H , F improper disclosure
PP 216	wrgrace-phaseII	04/06/2009	Rebuttal Report of Suresh H. Moolgavkar, M.D., Ph.D.	H

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PP 217	wrgrace-phaseII	04/06/2009	Rebuttal Expert Report of Dr. Howard Ory	H
PP 218	wrgrace-phaseII	04/06/2009	Rebuttal Report of Dr. John E. Parker	H
PP 219	wrgrace-phaseII	04/06/2009	Rebuttal Report of David Weill	H
PP 220	wrgrace-phaseII	05/04/2009	CARD Mortality Study, 76 Non-Malignant Deaths, CHX Readings by Dr. Whitehouse	N
PP 221	wrgrace-phaseII	05/13/2009	Memorandum from J. Penton to A. Frank, F. Whitehouse re Counting Sheet	N
PP 222	wrgrace-phaseII	05/14/2009	Whitehouse Expert Report: Sur-Rebuttal and Supplemental Expert Report	N
PP 223	wrgrace-phaseII	05/14/2009	Sur-Rebuttal and Supplemental Expert Report of Dr. Arthur L. Frank	N
PP 224	wrgrace-phaseII	05/14/2009	Response of Dr. Frank and Dr. Whitehouse to Report of the ACC's Dr. L. Welch March 2009	N
PP 225	wrgrace-phaseII	05/14/2009	Response of Dr. Frank and Dr. Whitehouse to the ACC's Dr. G. Friedman, 4/6/09	N
PP 226	wrgrace-phaseII	05/14/2009	Response of Dr. Frank and Dr. Whitehouse to Report of the ACC's Dr. G. Stockman, 4/6/09	N
PP 227	wrgrace-phaseII	05/15/2009	Expert Report of Pamela Zilly in Rebuttal to the Expert Report of H. Sean Mathis	H
PP 228	wrgrace-phaseII	05/15/2009	Charts attached to the Expert Report of Pamela Zilly in Rebuttal to the Expert Report of H. Sean Mathis	H
PP 229	wrgrace-phaseII	05/16/2009	Sur-Rebuttal and Supplemental Expert Report by Dr. Alan C. Whitehouse	N
PP 230	wrgrace-phaseII	05/18/2009	Sur-Rebuttal Report of Craig Molgaard (Epidemiology)	N
PP 231	wrgrace-phaseII	05/29/2009	CARD Website Materials: (1) Libby Asbestos FAQs; (2) Exposure in Libby Montana and (3) Exposure Across the Nation	R, H, F Order excluding Spear
PP 232	wrgrace-phaseII	06/00/2009	Curriculum Vitae of Arthur L. Frank	N
PP 233	wrgrace-phaseII	06/05/2009	Frank Deposition Transcript	H

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PP 234	wrgrace-phaseII	06/07/2009	Email from N. Finch to D. Cohn re Grace/Peterson Deposition	H, F
PP 235	wrgrace-conf exhibits	06/16/2009	Final Key Libby Patients	N
PP 236	wrgrace-phaseII	06/16/2009	Whitehouse Deposition Transcript (from Confirmation case)	H
PP 237	wrgrace-phaseII	06/25/2009	Molgaard Deposition Transcript	H
PP 238	wrgrace-phaseII	07/08/2009	Letter from M. Brown (OneBeacon) to D. Rosenbloom re In re W.R. Grace & Co., et al., U.S. Bankruptcy Court for the District of Delaware, Bankr. Case No. 01-1139, and The Scotts Company v. American Employers Ins. Co., et al., Adv. No. 04-55083	R, H, F
PP 239	wrgrace-phaseII	07/08/2009	Letter from M. Brown (Seaton) to D. Rosenbloom re In re W.R. Grace & Co., et al., U.S. Bankruptcy Court for the District of Delaware, Bankr. Case No. 01-1139, The Scotts Company v. American Employers Ins. Co., et al., Adv. No. 04-55083, and anticipated coverage litigation to be brought by Kaneb Pipe Line Operating Partners L.P. and Support Terminal Services, Inc.	R, H, F
PP 240	wrgrace-phaseII	07/08/2009	Letter from M. Brown to G. St. Clair and D. Turetsky re: In re W.R. Grace & Co., et al., U.S. Bankruptcy Court for the District of Delaware, Bankr. Case No. 01-01139, and anticipated coverage litigation to be brought by Kaneb Pipe Line Operating Partners L.P. and Support Terminal Services, Inc., and exhibits thereto	R, H, F
PP 241	wrgrace-conf exhibits	07/24/2009	FILED UNDER SEAL - Feasibility Report of Pamela D. Zilly and attached chart re Claims Breakout	H
PP 242	wrgrace-phaseII	00/00/2009	Todd Maynes Declaration	R, H, F
PP 243	wrgrace-phaseII	04/02/2001	Verified Complaint for Declaratory and Injunctive Relief (Dkt. No. 1; Adv. 01-771)	R, H, F
PP 244	wrgrace-phaseII	04/02/2001	W.R. Grace & Company's Informational Brief and the exhibits thereto	R, H, F
PP 245	wrgrace-phaseII	05/30/2001	Affidavit of H. Katherine White In Support Of Debtors' Motion For Preliminary Injunction (Dkt. 36; Adv. 01-771)	R, H

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PP 246	wrgrace-phaseII	01/22/2002	Order Granting Modified Preliminary Injunction (Dkt. 87; Adv. 01-771)	R
PP 247	wrgrace-phaseII	03/18/2002	Original (Sealed Air) Complaint (Dkt. 1; Adv. 02-2210)	R , H , F
PP 248	wrgrace-phaseII	03/18/2002	Original (Fresenius) Complaint (Dkt. No. 1; Adv. 02-2211)	R , H , F
PP 249	wrgrace-phaseII	04/15/2003	Motion For An Order Approving, Authorizing And Implementing Settlement By And Among Plaintiffs, The Official Committee Of Asbestos Property Damage Claimants, Debtors, And The Official Committee Of Asbestos Personal Injury Claimants, And Defendants, Fresenius Medical Care Holdings, Inc. and National Medical Care, Inc. (Dkt. No. 16; Adv. 02-2211)	R , H
PP 250	wrgrace-phaseII	04/21/2003	Status Report Pursuant to This Court's Order Dated March 31, 2003 (Dkt. No. 3688)	R , H
PP 251	wrgrace-phaseII	06/25/2003	Order Authorizing, Approving and Implementing Settlement Agreement By and Among Plaintiffs The Official Committee of Asbestos Property Damage Claimants and The Official Committee of Asbestos Personal Injury Claimants, The Debtors, and Defendants Fresenius Medical Care Holdings, Inc. and National Medical Care, Inc. (Dkt. No. 19; Adv. 02-2211)	R
PP 252	wrgrace-phaseII	11/26/2003	Settlement Agreement and Release re Sealed Air (Dkt. No. 597; Adv. 02-2210)	R , F
PP 253	wrgrace-phaseII	11/26/2003	Motion For An Order Approving, Authorizing, And Implementing Settlement Agreement with Sealed Air (Dk. 597; Adv. 02-2210)	R , H
PP 254	wrgrace-phaseII	06/21/2004	W.R. Grace's Status Report (Dkt. No. 5858)	R , H
PP 255	wrgrace-phaseII	04/01/2005	Renewed Motion For An Order Approving, Authorizing, And Implementing Settlement Agreement with Sealed Air (Dkt. 729; Adv. 02-2210)	R , H
PP 256	wrgrace-phaseII	04/21/2005	Debtors' Response To Renewed Motion For An Order Approving, Authorizing And Implementing Settlement Agreement with Sealed Air (Dkt. No. 738; Adv. 02-2210)	R , H

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PP 257	wrgrace-phaseII	06/27/2005	Order Approving, Authorizing, and Implementing Settlement Agreement By and Among The Plaintiffs, Sealed Air Corporation and Cryovac, Inc. (Dkt. 751; Adv. 02-2210)	R
PP 258	wrgrace-phaseII	03/19/2007	Order Disallowing And Expunging Certain of The Claims of Sealed Air Corporation and Its Affiliates (Dkt. No. 14891) and Sealed Air Filed Proof of Claims Nos. 14330 - 14363	R
PP 259	wrgrace-phaseII	06/18/2007	Debtors' Tenth Motion for an Order Pursuant to 11 U.S.C § 1121(d) Extending Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and to Solicit Votes Thereon (Dkt. 16083)	R
PP 260	wrgrace-phaseII	07/16/2007	Debtors' Limited Reply To Objections to Tenth Motion For An Order Extending Debtors' Exclusive Periods (Dkt. 16297)	R , H
PP 261	wrgrace-phaseII	11/26/2007	Agreed Order Granting Libby Claimants' Motion in Limine Concerning Estimation Proceeding Evidence (Dkt. No. 17431)	R
PP 262	wrgrace-phaseII	12/05/2007	Revised and Amended Case Management Order for the Estimation of Asbestos Personal Injury Liabilities (Dkt. 17550)	R
PP 263	wrgrace-phaseII	12/07/2007	Official Committee of Equity Security Holders' Memorandum in Support of Debtors' Motion to Exclude Certain Expert Opinions Relating to Current and Future Asbestos Personal Injury Liability (Dkt. 17577)	R , H
PP 264	wrgrace-phaseII	12/08/2007	Grace's Motion to Exclude Expert Opinions in Connection with the Estimation of its Current and Future Asbestos Personal-Injury Liability (Dkt. 17585)	R , H
PP 265	wrgrace-phaseII	12/08/2007	Grace's Memorandum in Support of its Motion to Exclude Expert Opinions in Connection with the Estimation of its Current and Future Asbestos Personal Injury Liability (Dkt. 17586)	R , H
PP 266	wrgrace-conf exhibits	12/08/2007	FILED UNDER SEAL - The Official Committee of Asbestos Personal Injury Claimants' Omnibus Motion to Exclude or Limit Testimony Pursuant to Daubert and Rules 702 and 703 of the Federal Rules of Evidence (Dkt. 17584)	R , H

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PP 267	wrgrace-conf exhibits	12/21/2007	The Official Committee of Asbestos Personal Injury Claimants' Response to Grace and the Equity Committee's Motions to Exclude or Limit Expert Testimony (Dkt. 17694)	R , H
PP 268	wrgrace-conf exhibits	12/21/2007	Future Claimants' Representative's Opposition to Motions of W.R. Grace and Official Committee of Equity Security Holders to Exclude Expert Opinions in Connection with the Estimation of Grace's Current and Future Asbestos Personal Injury Liability (Dkt. 17697)	R , H
PP 269	wrgrace-phaseII	12/21/2007	Grace's Memorandum in Opposition to Claimants' Motion to Exclude Expert Testimony and Exhibits to Memorandum (Dkt. No. 17695)	R , H
PP 270	wrgrace-phaseII	01/07/2008	Reply Memorandum in Support of Grace's Motion to Exclude Expert Opinions in Connection with the Estimation of its Current and Future Asbestos Personal Injury Liability (Dkt. 17779)	R , H
PP 271	wrgrace-phaseII	06/13/2008	Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements dated as of May 14, 1998 and May 5, 1999 including exhibits A) Proof Of Claim With Respect to the 1998 Credit Agreement; B) Proof Of Claim With Respect to the 1999 Credit Agreement; C) Proposed Asbestos Settlement; D) Bench Ruling by Judge Gerber from In re Adelphia Communications; E) Bench Ruling by Judge Drain from In re Loral Space & Communications Ltd (Dkt. 18922)	R , H
PP 272	wrgrace-phaseII	07/10/2008	Declaration of Lewis Kruger in Support of the Official Committee of Unsecured Creditors' Response to Debtors' Objection to the Unsecured Claims Asserted Under the Debtors' Credit Agreements dated May 14, 1998 and May 5, 1999 (Dkt. 19072)	R , H
PP 273	wrgrace-phaseII	08/14/2008	Declaration of Robert M. Tarola in Support of Debtors' Objection to the Unsecured claims Asserted Under the Debtors' Credit Agreements dated May 14, 1998 and May 5, 1999 (Dkt. 19323)	R , H

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PP 274	wrgrace-phaseII	09/19/2008	Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders dated as of September 19, 2008 (Dkt. 19579)	N
PP 275	wrgrace-phaseII	00/00/2009	2009 Grace TDP	N
PP 276	wrgrace-phaseII	02/27/2009	Debtors' Disclosure Statement For The First Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code of W.R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative, and The Official Committee of Equity Security Holders Dated as of February 27, 2009 (Dkt. No. 20873)	N
PP 277	wrgrace-phaseII	02/27/2009	Exhibit Book to The First Amended Joint Plan of Reorganization and Disclosure Statement as of February 27, 2009 (Dkt. No. 20874)	N
PP 277.01	wrgrace-phaseII	02/27/2009	Exhibit 1 to Exhibit Book: First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders dated February 27, 2009 (Dkt. No. 20874)	N
PP 277.02	wrgrace-phaseII	00/00/0000	Exhibit 2 to Exhibit Book: Asbestos PI Trust Agreement	N
PP 277.03	wrgrace-phaseII	00/00/0000	Exhibit 3 to Exhibit Book: Asbestos PD Trust Agreement	N
PP 277.04	wrgrace-phaseII	00/00/0000	Exhibit 4 to Exhibit Book: Asbestos PI Trust Distribution Procedures	N
PP 277.05	wrgrace-phaseII	02/27/2009	Exhibit 5 to Exhibit Book: Schedule of Settled Asbestos Insurers Entitled to 524(g) Protection	N
PP 277.06	wrgrace-phaseII	00/00/0000	Exhibit 6 to Exhibit Book: Asbestos Insurance Transfer Agreement	N
PP 277.07	wrgrace-phaseII	00/00/0000	Exhibit 7 to Exhibit Book: Intentionally Left Blank	N
PP 277.08	wrgrace-phaseII	00/00/0000	Exhibit 8 to Exhibit Book: Best Interests Analysis	N

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PP 277.09	wrgrace-phaseII	00/00/0000	Exhibit 9 to Exhibit Book: CDN ZAI Minutes of Settlement	N
PP 277.10	wrgrace-phaseII	00/00/0000	Exhibit 10 to Exhibit Book: Cooperation Agreement	N
PP 277.11	wrgrace-phaseII	00/00/0000	Exhibit 11 to Exhibit Book: Asbestos PI Deferred Payment Agreement	N
PP 277.12	wrgrace-phaseII	00/00/0000	Exhibit 12 to Exhibit Book: Financial Information	N
PP 277.13	wrgrace-phaseII	00/00/0000	Exhibit 13 to Exhibit Book: Fresenius Settlement Agreement	N
PP 277.14	wrgrace-phaseII	00/00/0000	Exhibit 14 to Exhibit Book: Fresenius Settlement Order	N
PP 277.15	wrgrace-phaseII	00/00/0000	Exhibit 15 to Exhibit Book: Grace PI Guaranty	N
PP 277.16	wrgrace-phaseII	00/00/0000	Exhibit 16 to Exhibit Book: Non-Debtor Affiliate Schedule	N
PP 277.17	wrgrace-phaseII	00/00/0000	Exhibit 17 to Exhibit Book: Plan Registration Rights Agreement	N
PP 277.18	wrgrace-phaseII	00/00/0000	Exhibit 18 to Exhibit Book: Rejected Executory Contracts and Unexpired Leases Schedule	N
PP 277.19	wrgrace-phaseII	00/00/0000	Exhibit 19 to Exhibit Book: Retained Causes of Action Schedule	N
PP 277.20	wrgrace-phaseII	00/00/0000	Exhibit 20 to Exhibit Book: Share Issuance Agreement	N
PP 277.21	wrgrace-phaseII	00/00/0000	Exhibit 21 to Exhibit Book: Unresolved Asbestos PD Claims Schedule	N
PP 277.22	wrgrace-phaseII	00/00/0000	Exhibit 22 to Exhibit Book: Sealed Aire Settlement Agreement	N
PP 277.23	wrgrace-phaseII	00/00/0000	Exhibit 23 to Exhibit Book: Seal Air Settlement Order	N
PP 277.24	wrgrace-phaseII	00/00/0000	Exhibit 24 to Exhibit Book: Warrant Agreement	N
PP 277.25	wrgrace-phaseII	00/00/0000	Exhibit 25 to Exhibit Book: Case Management Order for Class 7A Asbestos PD Claims	N
PP 277.26	wrgrace-phaseII	00/00/0000	Exhibit 26 to Exhibit Book: Intercreditor Agreement	N
PP 277.27	wrgrace-phaseII	00/00/0000	Exhibit 27 to Exhibit Book: Deferred Payment Agreement (Class 7A PD)	N

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PP 277.28	wrgrace-phaseII	00/00/0000	Exhibit 28 to Exhibit Book: Deferred Payment Agreement (Class 7B ZAI)	N
PP 277.29	wrgrace-phaseII	00/00/0000	Exhibit 29 to Exhibit Book: W. R. Grace & Co. Guarantee Agreement (Class 7A PD)	N
PP 277.30	wrgrace-phaseII	00/00/0000	Exhibit 30 to Exhibit Book: W. R. Grace & Co. Guarantee Agreement (Class 7B ZAI)	N
PP 277.31	wrgrace-phaseII	00/00/0000	Exhibit 31 to Exhibit Book: Stock Incentive Plan	
PP 277.32	wrgrace-phaseII	00/00/0000	Exhibit 32 to Exhibit Book: Stock Trading Restrictions Term Sheet	N
PP 277.33	wrgrace-phaseII	00/00/0000	Exhibit 33 to Exhibit Book: ZAI PD Trust Distribution Procedures (ZAI TDP)	N
PP 278	wrgrace-phaseII	02/27/2009	First Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code of W.R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative, and The Official Committee of Equity Security Holders Dated as of February 27, 2009 (Dkt. No. 20872)	N
PP 279	wrgrace-phaseII	05/08/2009	Debtors' Plan Supplement to The First Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code of W.R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative, and The Official Committee of Equity Security Holders Dated as of February 27, 2009 (Dkt. No. 21594)	N
PP 280	wrgrace-phaseII	05/20/2009	Libby Claimants' Objection to First Amended Joint Plan of Reorganization (Dkt. No. 21811)	N
PP 281	wrgrace-phaseII	06/08/2009	Declaration of Kevin A. Martin (BMC) Certifying Tabulation Of Ballots Regarding Vote On First Amended Joint Plan Of Reorganization (Dkt. 22020)	H , F
PP 282	wrgrace-phaseII	06/26/2009	Declaration of Mark A. Shelnitz (Dkt. 22279)	H , F

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: *
W.R. GRACE & CO., et al., * Chapter 11
Debtor. * Case No. 01-01139 (JKF)
(Jointly Administered)
* Related Docket No. 22347

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CNA'S PHASE II PRETRIAL SUBMISSION

Pursuant to the Court's July 7, 2009 Order Regarding Phase II Pre-Trial Proceedings [Docket No. 22347], Continental Casualty Company and Continental Insurance Company, on their behalf and on behalf of their predecessor companies, affiliates and subsidiaries which issued insurance policies to the Debtors (individually or collectively, "CNA") submit this Pretrial Submission in order to identify: (a) the issues CNA will litigate at the Phase II hearing; (b) the witnesses CNA expects to call at the Phase II hearing and the evidence to be established by each witness; and (c) a list of the Exhibits CNA expects to introduce at the Phase II hearing. As provided in the Court's July 7, 2009 Order, CNA reserves the right to submit a supplemental Pre-Trial submission in the event that matters raised in the Plan Proponents' Trial brief, due on August 7, 2009, have not been previously addressed in this Pre-Trial submission.

A. STATEMENT OF ISSUES

CNA expects to raise the following issues, all of which are fully discussed in its Final Objections [Docket No. 21794] and its Phase II trial brief [Docket No. 22415]:

(1) Whether the members of the Asbestos PI Trust Advisory Committee (“TAC”) have conflicts of interest that violate Delaware law and the pertinent rules of professional conduct, or that otherwise disqualify them from being TAC members. (See CNA Phase II Trial Brief at pages 10 – 19; CNA Final Objections at pages 17 - 23).

(2) Whether the Plan discriminates against Indirect PI Trust Claims, given that:

(a) The Plan potentially subjects Indirect PI Trust Claims and Demands (but not Direct PI Claims and Demands) to disallowance, in violation of sections 1123(a)(4) and 524(g) of the Code; and

(b) The Plan requires Indirect PI Trust Claimants to make a greater showing than Direct PI Trust Claimants in order to recover from the Trust, also in violation of sections 1123(a)(4) and 524(g) of the Code. (See CNA Phase II Trial Brief at pages 19 - 23; CNA Final Objections at pages 28 – 32).

(3) Whether the Plan improperly limits section 524(g) protection to specified parts of settled policies and to insurers who settle before the end of the Confirmation Hearing, rather than being structured so as to provide insurers who settle either pre- or post-Confirmation the broadest possible protection available under section 524(g). (See CNA Phase II Trial Brief at pages 23 - 27; CNA Final Objections at pages 23 - 26).

(4) Whether the Plan fails to comply with section 524(g) funding requirements, given that:

(a) The Asbestos PI Trust will not be funded with equity securities of the Debtors;

(b) The Asbestos PI Trust will not, upon any contingency, have the right by itself to obtain a majority of the voting shares of the Reorganized Debtor or any affiliate; and/or

(c) The “contingency” that must occur in order for the Asbestos PI Trust to obtain any of the shares of the Reorganized Debtor or an affiliate can only be triggered if the Reorganized Debtor defaults on its Deferred Payment Agreement, and is therefore *in extremis*. (See CNA Phase II Trial Brief at pages 27 - 32; CNA Final Objections at pages 32 - 35).

(5) Whether the Plan is unconfirmable because it:

(a) modifies CNA’s rights and the Debtors’ obligations under CNA’s May 1997 Asbestos Insurance Reimbursement Agreement with Debtors (including rights to indemnification); and/or

(b) fails to provide CNA with section 524(g) injunctive protection from claims for which the Debtors would be obligated to indemnify CNA under the May 1997 Agreement or certain settled portions of the CNA policies covered under a February 18, 1997 Settlement Agreement with the Debtors; and/or

(c) abrogates the anti-assignment provisions in the CNA policies; and/or

(d) modifies CNA's rights under separate, on-going insurance programs for certain of the Fresenius Indemnified Parties and Sealed Air Indemnified parties. (See CNA Phase II Trial Brief at pages 32 - 38; Final Objections at pages 35 - 38).

B. WITNESSES CNA EXPECTS TO CALL

(1) James B. Shein, Professor of Management and Strategy at the Kellogg School of Management at the Northwestern University (live). Professor Shein is an expert on good corporate governance and Trust practices. He is expected to testify that the structure of the Asbestos PI Trust – and in particular the appointment of the TAC whose members are comprised of personal injury lawyers who will be representing claimants making claims on the Trust – creates a potential for abuse and for the Trustees and TAC to act contrary to the governing principle in the Trust Agreement that all claimants be treated fairly and equitably in connection with claims made against the Trust and that the Trust not deplete its assets by paying undeserving claims. Professor Shein's opinions are more fully set forth in his expert report submitted in this case and his deposition testimony.

(2) H. Sean Mathis, Founding Partner, New Centurion Capital Partners, LLC (live). Mr. Mathis is expected to testify as to the value of the Warrant that will be issued to the Trust, and that it is unlikely that the price of Reorganized Grace stock will exceed \$17 per share on or before December 31, 2010 (a date that is presumed to be one year after the effective date of the Plan), and therefore there will be no economic incentive for the Asbestos PI Trust to exercise the Warrant that will be provided to the Trust at Plan Confirmation and that would allow the Trust, if the Warrant were exercised, to purchase up to 10 million shares of Reorganized Grace stock at \$17 per share. Mr. Mathis's conclusions are more fully set forth in his expert report submitted in this case and in his deposition testimony.

(3) Mr. Peter Van N. Lockwood (by Deposition). CNA expects to introduce at trial portions of the deposition testimony of Peter Lockwood (the ACC's Rule 30(b)(6) witness) regarding the ACC and FCR's involvement in the drafting of the Asbestos PI Trust Agreement and the TDP, the selection of the Trustees and the members of the TAC, and the representation by members of the TAC of claimants to the Asbestos PI Trust pursuant to contingency fee arrangements. CNA will also seek to introduce portions of Mr. Lockwood's deposition testimony regarding the scope of the Plan's 524(g) injunction and whether the Plan potentially subjects Indirect PI Trust Claims to disallowance under section 502(e).

(4) Jeffrey Posner, Consultant and former Assistant Vice President, Director of Corporate Risk Management at W.R. Grace & Co. (by Deposition). CNA expects to introduce portions of the deposition testimony of Jeffrey Posner relating to the Debtors' understanding, at the time they entered into certain settlement agreements with CNA, of the Debtors' obligation to vigorously defend claims made against them as part of the agreement for CNA to fund certain payments made by the Debtors on account of Asbestos PI claims.

(5) CNA may identify additional witnesses in response to any issue raised by the Plan Proponents or other parties as part of the Plan confirmation process.

(6) CNA may call as witnesses any individuals disclosed as potential witnesses or called as witnesses by the other parties to this proceeding.

(7) To the extent necessary, CNA will identify additional witnesses to authenticate documents.

C. EXHIBITS CNA EXPECTS TO INTRODUCE

OBJECTIONS*

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| (1) The Proposed Plan of Reorganization and the Plan Documents. | N |
| (2) The Plan Proponents' Consolidated Phase I Trial Brief. | H |
| (3) Complaint, <i>Scotts Co. v. American Employers Ins. Co. et al.</i> , No. 04-ap-55083-JFK (Bankr. D. Del. filed Sept. 2, 2004). | R, H, F |
| (4) Complaint, <i>Penncock et al. v. Md. Cas. Co. et al.</i> , No. CDV-2002-233 (Mont. 1st Jud. Dist. Ct., Lewis and Clark County, filed March 28, 2002). | R, H, F |
| (5) CNA Proof of Claim, filed March 20, 2003. | H |
| (6) Amended Statement of Baron & Budd under Bankruptcy Rule 2019 (Feb. 25, 2009) [Docket No. 20840]. | R, H, F |
| (7) Supplemental Verified Statement in Connection with the Representation of Creditors as Required by Fed. R. Bankr. P. Rule 2019, filed by Cooney & Conway (Mar. 2, 2009) [Docket No. 20895]. | R, H, F |
| (8) Third Amended Verified Statement In Connection With the Representation of Creditors as Required by F.R.B.P. Rule 2019, filed by Weitz & Luxenberg (Aug. 7, 2006) [Docket No. 12979]. | R, H, F |

OBJECTIONS

- (9) Eleventh Amended Verified Statement Pursuant to Fed. R. Bankr. P. 2019 filed by Motley Rice (Feb. 20, 2009) [Docket No. 20777]. R, H, F
-
- (10) Order (A) Approving Disclosure Statement and Solicitation Procedures, (B) Confirming and Recommending Affirmance by the U.S. District Court of Debtor's Plan of Reorganization as Modified Through June 8, 2006, and (C) Setting Bar Dates to File Certain Claims in Paragraphs 51, 52, 53, and 74, *In re ABB Lummus Global, Inc.*, Dkt. No. 255, No. 06-10401 (Bankr. D. Del. June 29, 2006) (excerpt). R, H
- (11) Order Approving Nomination of Trust Advisory Committee Members, *In re ABB Lummus Global, Inc.*, Dkt. No. 306, No. 06-10401 (Bankr. D. Del. July 28, 2006). R, H
- (12) Order Confirming AC&S's Second Plan of Reorganization Dated November 19, 2007, *In re AC&S Inc.*, Dkt. No. 3309, No. 02-12687 (Bankr. D. Del. May 6, 2008) (excerpt). R, H
- (13) Order Confirming the Fourth Amended Plan of Reorganization of Armstrong World Indus., as Modified, *In re Armstrong World Indus., Inc.*, Dkt. No. 9755, No. 00-4471 (Bankr. D. Del. Aug. 18, 2006) (excerpt). R, H
- (14) Findings of Fact and Conclusions of Law Regarding Confirmation of the Fourth Amended Plan of Reorganization Of Armstrong World Industries, Inc., as Modified, *In re Armstrong World Indus., Inc.*, Dkt. No. 9756, No. 00-4471 (Bankr. D. Del. Aug. 18, 2006) (excerpt). R, H
- (15) Order Confirming the Joint Plan of Reorganization as of September 28, 2005, as Amended Through January 17, 2006, Proposed by the Debtors, the Asbestos Claimants' Committee, the Future Asbestos-Related Claimants' Representative, and McDermott Incorporated and Issuing Injunctions, *In re The Babcock & Wilcox Co.*, Dkt. No. 7053, No. 00-10992 (Bankr. E.D. La. Jan. 17, 2006) (excerpt). R, H
- (16) Order Confirming (and Recommending Affirmance by the U.S. District Court) Debtor's Plan of Reorganization as Modified Through October 7, 2005 and Setting Bar Dates to File Certain Claims in Paragraphs 50, 51, 52, 53 and 73, *In re Combustion Engineering, Inc.*, Dkt. No. 2752, No. 03-10495 (Bankr. D. Del. Dec. 19, 2005) (excerpt). R, H
- (17) Order Confirming Fourth Amended Joint Plan of Reorganization for Debtors and Debtors-In-Possession (As Modified), *In re Federal-Mogul Global, Inc.*, Dkt. No. 13674, No. 01-10578 (Bankr. D. Del. Nov. 8, 2007) (excerpt). R, H
- (18) Fourth Amended Joint Plan of Reorganization (As Modified), *In re Federal-Mogul Global, Inc.*, Dkt. No. 12620, No. 01-10578 (Bankr. D. Del. Jun. 5, 2007) (excerpt). R, H

OBJECTIONS

- (19) The Flintkote Company and Flintkote Mines Limited Asbestos Personal Injury Trust Agreement, *In re Flintkote Co. and Flintkote Mines, Ltd.*, Dkt. No. 2721 at Ex. A, No. 04-11300 (Bankr. D. Del. Oct. 8, 2007) (excerpt). R, H, F
- (20) Kaiser Aluminum & Chemical Corporation Asbestos Personal Injury Trust Agreement, *In re Kaiser Aluminum & Chemical Corp.*, No. 02-10429 (Bankr. D. Del. July 6, 2006), reproduced at <http://www.kaiserasbestostrust.com/Resources.htm> (excerpt). R, H, F
- (21) Order (I) Approving Debtors' Disclosure Statement and Solicitation Procedures and (II) Confirming Debtors' Fourth Amended and Restated Joint Prepackaged Plan of Reorganization Under Chapter 11 of the United States Bankruptcy Code, *In re Mid-Valley, Inc.*, Dkt. No. 1693, No. 03-35592 (Bankr. W.D. Pa. July 16, 2004) (excerpt). R, H
- (22) Notice of Proposed Directors, Trustees and Trust Advisory Committee Members, *In re North American Refractories Co.*, Dkt. No. 4455, No. 02-20198 (Bankr. W.D. Pa. June 21, 2006). R, H, F
- (23) Order Confirming the Sixth Amended Joint Plan of Reorganization for Owens Corning and its Affiliated Debtors and Debtors-in-Possession (as modified), *In re Owens Corning/Fibreboard Corp.*, Dkt. No. 19366, No. 00-03837 (Bankr. D. Del. Sept. 26, 2006) (excerpt). R, H
- (24) Pittsburgh Corning Corporation Asbestos PI Trust Agreement, *In re Pittsburgh Corning Corp.*, Dkt. No. 6246, No. 00-22876 (Bankr. W.D. Pa. Oct. 24, 2008) (excerpt). R, H, F
- (25) Debtor's Third Amended, First Modified Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code, *In re Porter-Hayden Co.*, Dkt. No. 967, No. 02-54152 (Bankr. D. Md. Mar. 10, 2006) (excerpt). R, H, F
- (26) Annual Report and Account of the United States Gypsum Asbestos Personal Injury Settlement Trust for the Fiscal Year Ending December 31, 2008, *In re USG Corp.*, Dkt. No. 12554, No. 01-2094 (Bankr. D. Del. Apr. 30, 2009) (excerpt). R, H, F
- (27) Second Amended and Restated Plan of Reorganization, *In re Johns-Manville Corp.*, No. 82-11656 (Bankr. S.D.N.Y. Aug. 22, 1986) (excerpt). R, H, F
- (28) Debtors' Objection To Proofs of Claim for Contractual Indemnity Claims Filed By Maryland Casualty Company [Docket No. 21345]. R, H, F
- (29) Trust Distribution Procedures, *In re Johns-Manville Corp.*, approved at *In re Joint E.&S. Dist. Asbestos Litig.*, 237 F. Supp. 2d 297 (E.D. & S.D.N.Y. 2002), and reproduced at <http://www.mantrust.org/FTP/C&DTDP.pdf>. R, H, F
- (30) CNA Settlement Agreements: R, F

OBJECTIONS

(a) August 1, 1990 Settlement Agreement between W.R. Grace & Co.-Conn., a Connecticut Corporation and Continental Casualty Company.

R, F

(b) February 18, 1997 Settlement Agreement between W.R. Grace & Co., a Delaware Corporation, W.R. Grace & Co.-Conn., a Connecticut Corporation, Fresenius National Medical Care Holdings, Inc., and Continental Casualty Company.

R, F

(c) May 22, 1997 Settlement Agreement between W.R. Grace & Co., a Delaware Corporation, W.R. Grace & Co.-Conn., a Connecticut Corporation, Fresenius National Medical Care Holdings, Inc., and Continental Casualty Company.

R, F

(31) CNA also expects to introduce the following responses to written discovery by the Plan Proponents:

H

(a) ACC's Response to CNA's Request for Admission No. 1, 7, 9, 11.

(b) ACC's Response to CNA's Interrogatories No. 1, 5, 7, 8(a), 9, 10, 12.

(c) Debtors' Response to CNA's Request for Admission No. 1, 7, 9.

(d) Debtors' Response to CNA's Interrogatories No. 1, 5, 8(a), 9, 10, 12.

(e) FCR's Response to CNA's Request for Admission No. 1, 7, 9.

(f) FCR's Response to CNA's Interrogatories No. 1, 5, 7, 8(a), 9, 10, 12.

(32) Letter from Jon M. Moyers, Counsel for BNSF, to Cecil Slauson, CNA EMTC, dated March 16, 2006.

R, H, F

(33) CNA Insurance Policies: To the extent necessary to establish standing or provide a foundation for the issues identified above, CNA may introduce certain insurance policies as follows:

N

(a) CNA Primary Policies:

(i) Continental Cas. Co. CCP902-36-70 (6/30/73-6/30/76).

(ii) Continental Cas. Co. CCP2483440 (6/30/76-6/30/83).

(iii) Continental Cas. Co. CCP2483440 (6/30/83-6/30/85).

(b) CNA Excess Policies:

-
- (i) Harbor Ins. Co. 120346 (7/17/74-6/30/77)
 - (ii) Boston Old Colony LX2666569 (7/17/74-6/30/77)
 - (iii) Harbor Ins. Co. 120346 (7/17/74-6/30/77)
 - (iv) Continental Cas. Co. RDX1788117 (6/30/77-6/30/78)
 - (v) Continental Cas. Co. RDX1788118 (6/30/77-6/30/78)
 - (vi) Continental Cas. Co. RDX1784282 (6/30/79-6/30/80)
 - (vii) Continental Cas. Co. RDX1784981 (6/30/80-6/30/82)
 - (viii) Buffalo Reins. Co. BR507551 (6/30/81-6/30/82)
 - (ix) Continental Ins. Co. SRX3193093 (6/30/81-6/30/82)
 - (x) London Guarantee LX3193640 (6/30/81-6/30/82)
 - (xi) Continental Cas. Co. RDX1785056 (6/30/82-6/30/83)
 - (xii) Buffalo Reins. Co. BR508040 (6/30/82-6/30/83)
 - (xiii) Continental Ins. Co. SRX1591702 (6/30/82-6/30/83)
 - (xiv) London Guarantee LX1898010 (6/30/82-6/30/83)
 - (xv) Continental Cas. Co. RDX1785096 (6/30/83-6/30/84)
 - (xvi) Continental Ins. Co. SRX1591976 (6/30/83-6/30/84)
 - (xvii) London Guarantee LX2107836 (6/30/83-6/30/84)

(c) First Layer Excess Policies Underlying CNA Coverage:

- (i) Unigard Mutual Ins. Co. 1-2517 (6/30/74-cancelled)
- (ii) Northbrook Ins. Co. 63-001-170 (6/30/75-6/30/76)
- (iii) Lloyds of London 76DD1594C (6/30/76-6/30/79)

(iv) Lloyds of London 79DD1633C (6/30/79-6/30/82)

(v) Lloyds of London KY017582 (6/30/82-6/30/85)

D. RESERVATION OF RIGHTS

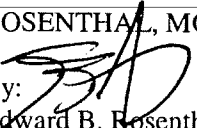
CNA reserves the right to amend and/or supplement this Pretrial Statement as necessary upon the receipt of the Plan Proponents' Phase II Trial Brief. CNA also reserves the right to introduce testimony or exhibits for rebuttal or impeachment purposes and introduce any exhibits referred to, directly or indirectly, in Plan Proponents' or any Objectors' Pretrial Statement.

Respectfully submitted,

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GLESER, L.L.P.

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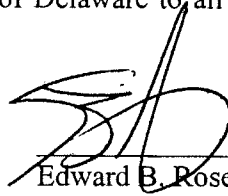
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*Counsel for Continental Casualty Company,
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Dated: July 20, 2009

CERTIFICATE OF SERVICE

I, Edward B. Rosenthal, hereby certify that on this 20th day of July, 2009, that a copy of the foregoing *CNA Phase II Pretrial Submission* to be served by the CM/ECF System for the United States Bankruptcy Court for the District of Delaware to all registered parties **and** in the manner indicated to the individuals listed below.


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OBJECTIONS TO EXHIBITS IDENTIFIED BY MCC

Exhibit Description

Objections*

Settlement Agreements between W.R. Grace & Co.–Conn and Maryland Casualty Company

R,F

All Complaints filed by any and all Libby Claimants that allege any causes of action against MCC, either individually or jointly with others

R,H,F

Responses of parties to discovery requests in these Chapter 11 cases

R,H

Transcripts of any and all prior hearings in these cases including appeals

R,H

All pleadings filed in these cases

R,H

H-hearsay; R-relevance; F-foundation; N-no objection

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:)	Chapter 11
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139(JKF)
)	
Debtors.)	Jointly Administered
)	
_____)	

PRE-TRIAL SUBMISSION OF BNSF RAILWAY COMPANY

BNSF Railway Company ("BNSF") submits this Pre-Trial Submission pursuant to the Order Regarding Phase II Pre-Trial Proceedings, dated July 7, 2009:

I. STATEMENT OF ISSUES

1. Does the Court have the power to confirm a plan that permanently enjoins a non-debtor from pursuing insurance coverage against a non-debtor insurer, where the debtors have no property interest in the applicable insurance policies?

2. Assuming, *arguendo*, that the Court has the power to enjoin a non-debtor from pursuing its insurance coverage against non-debtor insurers where the debtors have no property interest in the applicable policies, in the absent of consent, can the Court confirm a plan that includes such an injunction where the insurers have made no financial contribution in exchange for the injunction?

3. Does Section 524(g) authorize the Court to enjoin non-debtors from seeking insurance coverage under policies issued to the debtors, where the third parties have rights in such policies, and the enforcement of those rights would not diminish the policy proceeds available to the debtors?

4. Assuming, *arguendo*, that the Court has the power to enjoin third parties from seeking insurance coverage under policies issued to the debtors, where the third parties' enforcement of their rights would not diminish the policy proceeds available to the debtors, can the Court confirm a plan that includes such an injunction where the insurers have made no financial contribution in exchange for the third parties' releases?

5. Is an injunction issued under Section 524(g) "fair and equitable" where the insurers, who are the beneficiaries of the injunction, have made no financial contribution to the trust formed to pay asbestos-related claims, but rather the debtors' total contribution is alleged to include a contribution "on behalf of" the insurers?

6. Does the Court have the power, pursuant to Section 105(a) to confirm a plan that includes an asbestos-related injunction that does not conform to the requirements of Section 524(g)?

7. Are the trust distribution procedures fair and equitable to claimants asserting indemnification or contribution claims, or asserting rights under insurance policies?

II. LIST OF WITNESSES

1. Ms. Karen McKee, or another representative of BNSF, who will be called to testify to authenticate BNSF's business records.

2. A representative or representatives of Marsh, Inc., who may be called to authenticate certain of its business records.

3. Jeffrey Posner, W.R. Grace & Co., who will be called to testify regarding the Debtors' insurance policies, the negotiations concerning various insurance settlement agreements, and the treatment of insurance claims under the Plan.

4. Jay Hughes, W.R. Grace & Co., who will be called to testify regarding the Debtors' insurance policies, and the existence of policies purchased by the Debtors on behalf of BNSF.

5. Heather M. Miranda, Claims Specialist, Maryland Casualty Company, who will be called to testify regarding policies issued by Maryland Casualty Company to BNSF.

6. Trent Proctor, Claim Litigation Director, Royal Indemnity Company, who will be called to testify regarding policies issued by Royal Indemnity Company to BNSF.

7. Kevin Burrin, Director of Risk Management, BNSF Railway Company. If Mr. Burrin is unavailable for testimony, BNSF reserves the right to call Jamie Johnson, Manager, Risk Management. Mr. Burrin or Mr. Johnson will testify regarding the asbestos-related claims asserted against BSNF, the Debtors' contractual indemnity obligations to BNSF, and available insurance coverage regarding the asbestos-related claims asserted against BNSF.

8. Peter Lockwood, Esq., who will be presented by deposition testimony, regarding the treatment of BNSF's claims, including claims for coverage under insurance policies issued to BNSF, under the Plan.

9. Richard Finke, who will be presented by deposition testimony, regarding the treatment of BNSF's claims, including claims for coverage under insurance policies issued to BNSF, under the Plan.

III. LIST OF EXHIBITS

OBJECTIONS*

1. The First Amended Chapter 11 Plan of W.R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders (collectively, the "Plan Proponents") Dated February 3, 2009 (the "Plan"), including exhibits.

N

OBJECTIONS

2. Debtors Disclosure Statement for The First Amended Chapter 11 Plan Of W.R. Grace & Co., et al., The Official Committee Of Asbestos Personal Injury Claimants, The Asbestos Pi Future Claimants' Representative, And The Official Committee Of Equity Security Holders, Dated February 3, 2009, including exhibits.

3. Contracts and agreements between BNSF, and its predecessors, and W.R. Grace & Co., and its predecessors, including:

- a. Agreement between The Great Northern Railway Company ("GN") and The Zonolite Company ("Zonolite"), dated August 2, 1938;
- b. Agreement between GN and Zonolite, dated October 10, 1938;
- c. Agreement between GN and Universal Zonolite Insulation Company ("Universal Zonolite"), dated May 24, 1941;
- d. Agreement between GN and Zonolite, dated September 15, 1942;
- e. Agreement between GN and Universal Zonolite, dated December 15, 1942;
- f. Agreement between GN and Universal Zonolite, dated September 25, 1943;
- g. Agreement between GN and Universal Zonolite, dated June 30, 1944;
- h. Agreement between GN and Universal Zonolite dated October 5, 1949;
- i. Agreement between GN and Zonolite, dated April 20, 1950;
- j. Agreement between GN and Zonolite, dated October 12, 1950;
- k. Agreement between GN and Zonolite, dated December 3, 1956;

OBJECTIONS

1. Agreement between Zonolite and W.R. Grace & Co., dated April 16, 1963;

m. Agreement between GN and Zonlite Division, W.R. Grace & Co., dated October 5, 1965;

n. Agreement between Burlington Northern Inc. and W.R. Grace & Co., dated April 1, 1974;

o. Agreement between Burlington Northern Railroad Company, W.R. Grace & Co. – Conn., and City of Libby Montana, dated December 18, 1995.

4. The Debtors' insurance policies, including:

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a. Policies issued by Royal Indemnity Company between 1953 and 1962, including policy numbers RLG27635, RLG31840, RLG35805, RLG045762, RLG045836, RLG053959, RLG021629, RLG021620, RLG021621, and RLG021622;

b. Policies issued by Maryland Casualty Company between 1962 and 1973, including policy numbers 96-205800, 96-224900, 96-243400, 96-257400, 96-269500, 31-278301, and 31R-911051;

c. Policies issued by Continental Casualty Company between 1973 and 1984, including policy numbers 9023670 and 2483440;

d. Excess policies issued to the Debtors.

5. The Asbestos Insurance Settlement Agreements, as defined in the Plan.

R, H, F

6. Maryland Casualty Company policy number 50-695902, renewal of 50-511902, insuring Great Northern Railway Co., for policy years April 20, 1971 through April 20, 1974.

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	OBJECTIONS
7. Continental Casualty policy number 332 73 61, issued to Burlington Northern, Inc., for policy year June 30, 1977 through June 30, 1978.	N
8. Continental Casualty policy number 2483440, issued to Burlington Northern, Inc., for policy year June 30, 1981 to June 30, 1984.	N
9. Certificate of Insurance naming Burlington Northern, Inc., as the named insured under Continental Casualty Company Policy Number CCP9060456, with expiration date June 30, 1977.	N
10. Confirmation regarding Continental Casualty Company Policy Number CCP9060456, with expiration date June 30, 1977.	N
11. Certificate of Insurance naming Burlington Northern, Inc., as the named insured under Continental Casualty Company Policy Number CCP-3327361, with expiration date June 30, 1978.	N
12. Certificate of Insurance naming Burlington Northern, Inc. as the named insured under Continental Casualty Company Policy Number CCP3327361, with an expiration date of June 30, 1979.	N
13. Certificate of Insurance naming Burlington Northern, Inc. as the named insured under Continental Casualty Company Policy Number CCP3327361, with an expiration date of June 30, 1981.	N
14. Various correspondence, including:	R , H , F
e. Letter dated March 31, 1950, from W.G. Anderson to J.B. Myers;	
f. Letter dated June 1, 1950, from John Garing to T. J. Slattery;	
g. Letter dated June 6, 1950, from T. J. Slattery to John Garing;	
h. Letter dated July 25, 1950, from John Garing to J. A. Tauer;	

- i. Letter dated August 22, 1955, from Fred M. Beyer to J.C. Kenady;
 - j. Letter dated July 12, 1954, from Don E. Engle to J.H. Kaufmann;
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- k. Letter dated July 5, 1955 from T.J. Slattery to J.C. Kenady;
- l. Letter dated July 13, 1955, from J.C. Kenady to Wendell G.

Anderson;

- m. Letter dated August 17, 1955, from J.C. Kenady to Wendell G.

Anderson;

- n. Letter dated August 22, 1955, from Fred M. Beyer to J.C. Kenady;
- o. Letter dated August 29, 1955, from J.C. Kenady to T.J. Slattery;
- p. Letter dated September 1, 1955, from T.J. Slattery to J.C. Kenady;
- q. Letter dated August 16, 1957, from T.J. Slattery to J.H. Kaufmann;
- r. Letter dated March 26, 1958, from Fred M. Beyer to J.C. Kenady;
- s. Letter dated August 5, 1958, from J.H. Kaufman to T.J. Slattery;
- t. Letter dated August 11, 1958, from Richard V. Wicka to J.H.

Kaufmann;

- u. Letter dated March 25, 1959, from J.L. Toot to J.C. Kenady;
- v. Letter dated March 30, 1959, from J.L. Toot to J.C. Kenady;
- w. Letter dated May 7, 1959, from V.C. Petrson to J.C. Kenady;
- x. Letter dated May 3, 1961, from J.C. Kenady to J.L. Toot;
- y. Letter dated May 5, 1961, from J.L. Toot to James C. Kenady;
- z. Letter dated February 27, 1962, from J.C. Kenady to Wendell G.

Anderson;

- aa. Letter dated March 19, 1962, from J.L. Toot to James C. Kenady;

- bb. Letter dated December 11, 1963, from J.L. Toot to Edward H. Stark;
- cc. Letter dated January 15, 1964, from J.C. Kenady to V.C. Peterson;
- dd. Letter dated March 26, 1965, from J.C. Kenady to V.C. Peterson;
- ee. Letter dated February 7, 1968, from V.C. Peterson to J.R.

Severson;

- ff. Letter dated February 9, 1968, from J.R. Severson to E.H. Stark;
- gg. Letter dated March 28, 1968, from J.R. Severson to V.C. Peterson;
- hh. Letter dated April 26, 1971, from B.J. Stasson, to J.G. Heimsjo;
- ii. Letter dated May 4, 1971, from J. Paul Cahalane to Earl Lovick;
- jj. Letter dated May 18, 1971, from B.J. Stasson to J.G. Heimsjo;
- kk. Letter dated May 18, 1971, from B.J. Stasson to J.G. Heimsjo,

including note dated May 25, 1971, from C.F. Dayley to J.G. Heimsjo;

- ll. Letter dated May 18, 1971 from B.J. Stasson to J.G. Heimsjo,

including note from J.G. Heimsjo to H.E. Halweg;

- mm. Letter dated June 7, 1971 from H.E. Halweg to J.G. Heimsjo;
- nn. Letter dated June 28, 1971, from Frak J. Nasella to J.G. Heimsjo;
- oo. Letter dated June 17, 1971, from J.G. Heimsjo to March &

McLennan, with note from J.G. Heimsjo to H.E. Halweg;

- pp. Letter dated March 5, 1974, from S.S. von Helmst to J.G. Heimsjo;
- qq. Letter dated March 5, 1974, from S.S. von Helmst to J.G. Heimsjo,

with note from J.G. Heimsjo to H.E. Helwag;

- rr. Letter dated April 8, 1974, from J. Pual Cahalane to Earl Lovick;
- ss. Letter dated April 12, 1974, from E.D. Lovick to J.G. Heimsjo;

tt. Letter dated August 6, 1975 from Frank J. Nasella to J. Paul
Cahalane;

uu. Letter dated March 8, 1977, from W. E. Bell to E.D. Lovick;
vv. Letter dated March 25, 1977 from J. Paul Cahalane to F. J.

Nasella;

ww. Letter dated April 14, 1977 from J.O. Lott to J. Paul Cahalane;
xx. Letter dated April 21, 1977 from J. Paul Cahalane to Earl Lovick;
yy. Letter dated April 27, 1977 from E.D. Lovick to W.E. Bell;
zz. Letter dated July 21, 1977, from E.D. Lovick to H.E. Halweg;
aaa. Letter dated April 28, 1978, from H.E. Halweg to E.D. Lovick;
bbb. Letter dated July 11, 1978, from E.D. Lovick to H.E. Halweg;
ccc. Letter dated May 1, 1979 from J. Paul Cahalane to Barbara R.

Heagney;

ddd. Letter dated May 15, 1979, from E.D. Lovick to H.E. Halweg;
eee. Letter dated June 15, 1981, from Linda Brzycki to Barbara

Heagney;

fff. Letter dated September 25, 1981, from E.D. Lovick to H.E.

Halweg;

ggg. Memo dated June 25, 1984, from J. Paul Calahane to Robert

Marozzo;

hhh. Second Request dated July 12, 1984 to E.D. Lovick;
iii. Letter dated July 18, 1984, from Robert C. Marozzo to H.E.

Halweg;

OBJECTIONS

jjj. Letter dated July 31, 1984, from H.E. Halweg to Robert C.

Marozzo;

kkk. Letter dated August 30, 2006, to Jon M. Moyers from Heather M.

Miranda;

lll. Letter dated December 18, 2006, to Paul r. Hoferer from Trent

Proctor;

mmm. Letter dated April 25, 2007, from Elizabeth M. DeCristofaro to

Janet S. Baer;

nnn. Letter dated May 18, 2007, from Janet S. Baer to Elizabeth M.

DeCristofaro.

15. Complaints and amended complaints filed against BNSF asserting asbestos-related person injury claims relating to the Debtors' operations in Libby, Montana.

R, H, F

BNSF reserves the right to join in witness and deposition designations of any other party, to join in exhibits of any other party, to call any person identified on any preliminary and/or final witness lists and/or pretrial submissions of any other party, or to call any person called to testify by any other party. To date, the Plan Proponents have not responded to BNSF's Plan objections or Phase II Trial Brief. Accordingly, BNSF reserves the right to amend and/or supplement this Pretrial Statement as necessary following receipt of the Plan Proponents Phase II

Trial Brief. BNSF further reserves the right to introduce testimony or exhibits for rebuttal or impeachment purposes.

Dated: July 20, 2009
Wilmington, DE

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Counsel for BNSF Railway Company

OBJECTIONS TO EXHIBITS IDENTIFIED BY THE STATE OF MONTANA

<u>Exhibit Description</u>	<u>Objections*</u>
The Plan	N
The Trust Distribution Procedures	N
The Montana Objection	H,F
The Montana Phase II Trial Brief	H,F
Complaints against Montana alleging personal injuries and/or property damage arising from the vermiculite related activity of the debtors in Lincoln County, Montana, or alleging a failure to warn in connection with such activities	R,H,F
Montana's proofs of claim against the debtors	H,F

H-hearsay; R-relevance; F-foundation; N-no objection